

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TENNESSEE**

UNIVERSITY OF TENNESSEE RESEARCH)
FOUNDATION and SAINT MATTHEW)
RESEARCH, LLC,)
)
<i>Plaintiffs,</i>)
)
v.)
)
AMAZON.COM, INC. and AMAZON WEB)
SERVICES, INC.)
)
<i>Defendants.</i>)
)
)

Civil Action No. 3:17-cv-00181-HSM-CCS

**DECLARATION OF MICHAEL A. VALEK IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS OR TRANSFER
FOR IMPROPER VENUE AND FOR FAILURE TO STATE A CLAIM**

I, Michael A. Valek, declare as follows:

1. I am an attorney at the law firm Gibson, Dunn & Crutcher LLP, representing Defendants Amazon.com, Inc., and Amazon Web Services, Inc., in this matter. I make this declaration in support of Defendants' Motion to Dismiss or Transfer for Improper Venue and for Failure to State a Claim. The facts set forth herein are based on my personal knowledge and, if called upon to testify, I can and will competently testify thereto.

2. Attached hereto as Exhibit B-1 is a true and correct copy of the Form 10-K of Amazon.com, Inc., for the fiscal year ended December 31, 2016.

Dated: August 31, 2017

/s/ Michael A. Valek
Michael A. Valek